

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

PENTWATER EQUITY OPPORTUNITIES
MASTER FUND, LTD., *et al.*,

Plaintiffs,

v.

PERRIGO CO., PLC, *et al.*,

Defendants.

) ECF Case

) Document Electronically Filed

) Civil Action No. 2:18-CV-01121-MCA-LDW

STIPULATION AND [PROPOSED] ORDER

WHEREAS, on January 26, 2018, plaintiffs filed a complaint (the “Complaint”) in the above-captioned action (the “Action”);

WHEREAS, the Action has been designated as related to *Roofer’s Pension Fund v. Papa, et al.*, No. 2:16-cv-2805-MCA-LDW (the “Consolidated Class Action”);

WHEREAS, on June 21, 2017, lead plaintiffs in the Consolidated Class Action filed an Amended Complaint for Violation of the Federal Securities Laws (the “Class Action Amended Complaint”);

WHEREAS, the defendants in the Consolidated Class Action moved to dismiss the Class Action Amended Complaint (the “Motions to Dismiss”);

WHEREAS, on July 27, 2018, the Court in the Consolidated Class Action issued an opinion granting in part and denying in part the Motions to Dismiss (2018 WL 3601229) (the “July 27, 2018 Decision”);

WHEREAS, on September 14, 2018, the parties entered into a stipulation requiring defendants Perrigo Company plc, Joseph C. Papa, and Judy L. Brown (“collectively,

“Defendants”) to move, answer, or otherwise respond to the Complaint by November 21, 2018, which stipulation the Court so-ordered on September 17, 2018;

WHEREAS, plaintiffs do not intend to further amend the Complaint at this time;

WHEREAS, the parties have agreed that Defendants shall answer, rather than move to dismiss, the Complaint; and

WHEREAS, the parties seek entry of an order replicating any issues resolved by the July 27, 2018 Decision;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, as follows:

1. The issues and arguments raised in the briefing in connection with the Motions to Dismiss in the Consolidated Class Action shall not be re-briefed in this Action but rather, for purposes of judicial efficiency, shall be treated as if such issues and arguments had been raised in motion(s) to dismiss in this Action and had been resolved in a similar fashion to the way those issues and arguments were resolved in the July 27, 2018 Decision, including, but not limited to, the determinations by the Court in the Consolidated Class Action to “dismiss Plaintiff’s claims regarding the Tysabri royalty stream without prejudice” and to “dismiss the claims related to organic growth without prejudice.”

2. Defendants shall answer the Complaint on or before December 12, 2018.

3. Discovery shall be coordinated with discovery in the Consolidated Class Action.

Dated: November 8, 2018

WHIPPLE AZZARELLO, LLC

/s/ John A. Azzarello

John A. Azzarello
161 Madison Avenue
Suite 325
Morristown, NJ 07960
(973) 267-7300
azzarello@whippleazzarellolaw.com

LABATON SUCHAROW LLP

Serena P. Hallowell (*pro hac vice to be filed*)
Michael P. Canty (*pro hac vice to be filed*)
Eric J. Belfi (*pro hac vice to be filed*)
David J. Schwartz (*pro hac vice to be filed*)
140 Broadway
New York, NY 10005
(212) 907-0700
shallowell@labaton.com
mcanty@labaton.com
ebelfi@labaton.com
dschwartz@labaton.com

Attorneys for Plaintiffs

**GREENBAUM ROWE SMITH & DAVIS
LLP**

/s/ Alan S. Naar

Alan S. Naar
99 Wood Avenue South
Iselin, New Jersey 08830
Telephone: (732) 549-5600
Facsimile: (732) 549-1881
anaar@greenbaumlaw.com

**FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP**

James D. Wareham (*pro hac vice*)
James E. Anklam (*pro hac vice*)
801 17th Street, NW
Washington DC 20006
Telephone: (202) 639-7000
Facsimile: (202) 639-7003
james.wareham@friedfrank.com
james.anklam@friedfrank.com

Samuel P. Groner (*pro hac vice*)
One New York Plaza
New York, New York 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000
samuel.groner@friedfrank.com

Counsel for Defendant Perrigo Company plc

GIBSON, DUNN & CRUTCHER LLP

/s/ Reed Brodsky

Reed Brodsky (*pro hac vice*)
Aric H. Wu (*pro hac vice*)
Marshall R. King
200 Park Avenue
New York, New York 10016-0193
Telephone: (212) 351-4000
Facsimile: (212) 351-4035
rbrodsky@gibsondunn.com
awu@gibsondunn.com
mking@gibsondunn.com

Counsel for Defendant Joseph C. Papa

SULLIVAN & CROMWELL LLP

/s/ John L. Hardiman

John L. Hardiman (*pro hac vice*)

Brian T. Frawley

Michael P. Devlin (*pro hac vice*)

125 Broad Street

New York, NY 10004

(202) 558-4000

hardimanj@sullcrom.com

frawleyb@sullcrom.com

devlinm@sullcrom.com

Counsel for Defendant Judy L. Brown

SO ORDERED THIS 9th DAY OF November, 2018

Leda D. Wettre

Hon. Madeline Cox Arleo, U.S.D.J.

Hon. Leda D. Wettre, U.S.M.J.